

GENERAL

EXHIBIT 8

ARTICLES OF INCORPORATION
And a copy of
ILLINOIS CERTIFICATE OF AUTHORITY

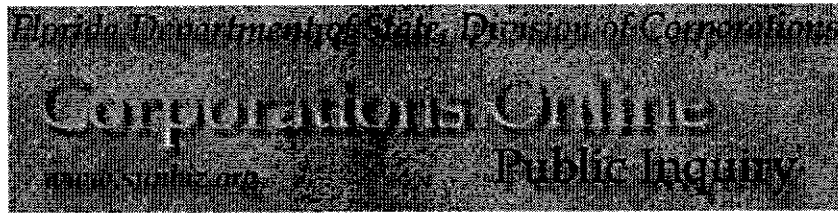
By:

David Stone – President & CEO
American Communications, L.L.C.
2999 N.E. 191st Street, Suite 406
Aventura, Florida 33180-3116
Telephone: 305-933-4647 Facsimile: 305-933-4659

ARTICLES OF INCORPORATION

By:

David Stone – President & CEO
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2999 N.E. 191st Street, Suite 406
Aventura, Florida 33180-3116
Telephone: 305-933-4647 Facsimile: 305-933-4659



Florida Limited Liability

AMERICAN COMMUNICATIONS, L.L.C.

PRINCIPAL ADDRESS

2999 N.E. 191ST STREET, SUITE 406
NORTH MIAMI BEACH FL 33180

MAILING ADDRESS

2999 N.E. 191ST STREET, SUITE 406
NORTH MIAMI BEACH FL 33180

Document Number
L98000002013

FEI Number
650867061

Date Filed
09/28/1998

State
FL

Status
ACTIVE

Effective Date
NONE

Last Event
NAME CHANGE
AMENDMENT

Event Date Filed
02/13/2003

Event Effective Date
NONE

Total Contribution
10,000.00

Registered Agent

Name & Address
SILVERSTEIN, BARRY D ESQ 2999 NE 191 STREET AVENTURA FL 33180
Name Changed: 04/17/2002
Address Changed: 04/17/2002

Manager/Member Detail

Name & Address	Title
STONE, DAVID 2999 N.E. 191ST STREET, SUITE 406 NORTH MIAMI BEACH FL 33180	MGR

GORLOVEZKY, HARRY
2999 N.E. 191ST STREET, SUITE 406
NORTH MIAMI BEACH FL 33180

MGR

Annual Reports

Report Year	Filed Date
2001	09/14/2001
2002	04/17/2002
2003	01/22/2003

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Document Images

Listed below are the images available for this filing.

02/13/2003 -- Name Change
01/22/2003 -- LIMITED LIABILITY CORPORATION
04/17/2002 -- COR - ANN REP/UNIFORM BUS REP
09/14/2001 -- ANN REP/UNIFORM BUS REP
08/10/2000 -- ANN REP/UNIFORM BUS REP
05/24/1999 -- ANNUAL REPORT
11/03/1998 -- Name Change
09/28/1998 -- Florida Limited Liabilites

THIS IS NOT OFFICIAL RECORD; SEE DOCUMENTS IF QUESTION OR CONFLICT

[Corporations Inquiry](#)

[Corporations Help](#)

State of Florida



Department of State

I certify from the records of this office that AMERICAN INTERNET COMMUNICATIONS, L.L.C., is a limited liability company organized under the laws of the State of Florida, filed on September 28, 1998.

The document number of this company is L98000002013.

I further certify that said company has paid all fees due this office through December 31, 2002, and its status is active.

Given under my hand and the
Great Seal of the State of Florida
at Tallahassee, the Capitol, this the
Seventh day of October, 2002



CH2EO22 (7-02)

Jim Smith

Jim Smith
Secretary of State

200232510086

L98000002013

Florida Department of State

Division of Corporations

Public Access System

Sandra B. Mortham, Secretary of State

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H98000017935 1)))

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:

Division of Corporations
Fax Number : (850) 922-4003

From:

Account Name : COHEN, BERKE, BERNSTEIN, BRODIE & KONDELL, P.A.
Account Number : 075410000050
Phone : (305) 854-5900
Fax Number : (305) 857-9322

LIMITED LIABILITY COMPANY

NETCALL 1, L.L.C.

Certificate of Status	0
Certified Copy	1
Page Count	04
Estimated Charge	\$337.50

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98 SEP 28 PM 3:54

9/28
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W. P. Verifier	MH

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ARTICLES OF ORGANIZATION
OF
NETCALL 1, L.L.C.

The undersigned hereby forms and organizes a limited liability company pursuant to Section 608.407 of the Florida Limited Liability Company Act (the "Act") and adopts the following Articles of Organization of NetCall 1, L.L.C. (the "Company"):

ARTICLE ONE

NAME

The name of the limited liability company is: NetCall 1, L.L.C.

ARTICLE TWO

DURATION

The duration of the Company will be perpetual.

ARTICLE THREE

ADDRESS

The mailing address and street address of the principal office of the Company is 2999 N.E. 191st Street, Suite 406, North Miami Beach, Florida 33180.

ARTICLE FOUR

INITIAL REGISTERED OFFICE AND AGENT

The name and street address of the initial registered agent of the Company is Cober Corporate Agents, Inc., 2601 South Bayshore Drive, 19th Floor, Miami, Florida 33133.

Prepared by:
James P. Moskosky
Florida Bar No. 727008
2601 South Bayshore Drive, 19th Floor
Miami, Florida 33133
(305) 854-5900

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ARTICLE FIVE

MANAGEMENT

The Company will be managed by a manager or managers to be elected in accordance with the Company's regulations. The names and addresses of the initial managers, who shall serve until the first annual meeting of the members or until their successors are elected and qualified, in accordance with the regulations of the Company, are as follows:

David Stone

2999 N.E. 191st Street, Suite 406
North Miami Beach, Florida 33180

Harry Goriovezky

2999 N.E. 191st Street, Suite 406
North Miami Beach, Florida 33180

ARTICLE SIX

ADDITIONAL MEMBERS

The right of the members to admit additional members and the terms and conditions of the admission of new members shall be governed by the Company's regulations.

ARTICLE SEVEN

MEMBERS RIGHTS TO CONTINUE BUSINESS

The remaining members of the Company shall in accordance with the terms and conditions contained in the Company's regulations have the right to continue the business of the Company upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member, or the occurrence of any other event which terminates the continued membership of a member of the Company.

ARTICLE EIGHT

INDEMNIFICATION

To the fullest extent permitted by law, the Company shall indemnify any person or entity who was or is a party to any proceeding by reason of the fact that he/she/it is or was a manager, officer, member or authorized representative of a member of the Company or is or was serving at the request of the Company as a manager, managing member, officer, employee, authorized representative of a member or agent of another limited liability company, corporation, partnership, joint venture, trust or other enterprise

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DIVISION OF CORPORATIONS

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against liability incurred in connection with such proceeding, including the appeal thereof, if he/she/it acted in good faith and in a manner he/she/it reasonably believed to be in, or not opposed to, the best interests of the Company and, with respect to any criminal action or proceeding, had no reasonable cause to believe his/her/its conduct was unlawful. The Company shall reimburse each person and entity for all costs and expenses, including attorneys' fees, reasonably incurred by him/her/it in connection with any such liability in the manner provided for by law or in accordance with the regulations of the Company.

The rights accruing to any person or entity under the foregoing provision shall not exclude any other right to which he/she/it may be lawfully entitled, nor shall anything therein contain or restrict the right of the Company to indemnify or reimburse such person or entity in any proper case even though not specifically provided for herein.

IN WITNESS WHEREOF, these Articles of Organization have been executed by the undersigned authorized representative of a member of the Company as of September 28, 1998.

COHEN, BERKE, BERNSTEIN, BRODIE &
KONDELL, P.A. authorized representative of a
member

By

Michael A. Berke, Vice President

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been designated as registered agent for NetCall 1, L.L.C. in the foregoing Articles of Organization, I, on behalf of Cober Corporate Agents, Inc., a Florida corporation, hereby agree to accept service of process for said limited liability company and to comply with all statutes relative to the complete and proper performance of the duties of a registered agent. I am familiar with and accept the obligations of that position.

COBER CORPORATE AGENTS, INC., a
Florida corporation

By

Treasurer

Title:

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned, being an authorized representative of a member of NetCall 1, L.L.C., a Florida limited liability company (the "Company"), hereby deposes and says:

1. The Company has at least one (1) member.
2. The total amount of cash contributed to the Company by the members of the Company is \$10,000.
3. The agreed value of property other than cash contributed to the Company by the members of the Company, if any, is \$-0-.
4. The total amount of cash and property anticipated to be contributed to the Company by the members of the Company, inclusive of the amounts set forth in 2 and 3 above, is \$10,000.

COHEN, BERKE, BERNSTEIN, BRODIE &
KONDELL, P.A., authorized representative of a
member

By


Michael A. Berke, Vice President

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DIVISION OF CORPORATIONS
98 SEP 28 PM 3:54

2003 LIMITED LIABILITY COMPANY UNIFORM BUSINESS REPORT (UBR)

FILED
Jan 22, 2003 8:00 am
Secretary of State

01-22-2003 90109 020 ***150.00

DOCUMENT # L98000002013

1. Entity Name

AMERICAN INTERNET COMMUNICATIONS, L.L.C.



Principal Place of Business

Mailing Address

**2999 N.E. 191ST STREET, SUITE 406
NORTH MIAMI BEACH FL 33180**

**2999 N.E. 191ST STREET, SUITE 406
NORTH MIAMI BEACH FL 33180**

20015030



☐ CHECK HERE IF MAKING CHANGES

2. Principal Place of Business

3. Mailing Address

Suite, Apt. #, etc.

Suite, Apt. #, etc.

City & State

City & State

4. FEI Number **65-0867061**

Applied For
Not Applicable

Zip

Country

Zip

Country

5. Certificate of Status Desired ☐ **\$5.00 Additional Fee Required**

6. Name and Address of Current Registered Agent

7. Name and Address of New Registered Agent

**SILVERSTEIN, BARRY D ESQ
2999 NE 191 STREET
AVENTURA FL 33180**

Name

Street Address (P.O. Box Number is Not Acceptable)

City

FL

Zip Code

8. The above named entity submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida. I am familiar with, and accept the obligations of registered agent.

SIGNATURE

Signature, typed or printed name of registered agent and title if applicable.

(NOTE: Registered Agent signature required when reinstating)

DATE

1/07/03

FILE NOW!!! FEE IS \$50.00
Make Check Payable to Florida Department of State
Due By May 1, 2003

9. MANAGING MEMBERS/MANAGERS

10. ADDITIONS/CHANGES

TITLE
NAME
STREET ADDRESS
CITY-ST-ZIP
**MGR
STONE, DAVID
2999 N.E. 191ST STREET, SUITE 406
NORTH MIAMI BEACH FL 33180** ☐ Delete

TITLE
NAME
STREET ADDRESS
CITY-ST-ZIP
☐ Change ☐ Addition

TITLE
NAME
STREET ADDRESS
CITY-ST-ZIP
**MGR
GORLOVEZKY, HARRY
2999 N.E. 191ST STREET, SUITE 406
NORTH MIAMI BEACH FL 33180** ☐ Delete

TITLE
NAME
STREET ADDRESS
CITY-ST-ZIP
☐ Change ☐ Addition

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CITY-ST-ZIP
☐ Change ☐ Addition

11. I hereby certify that the information supplied with this filing does not qualify for the exemption stated in Section 119.07(3)(i), Florida Statutes. I further certify that the information indicated on this report is true and accurate and that my signature shall have the same legal effect as if made under oath; that I am a managing member or manager of the limited liability company or the receiver or trustee empowered to execute this report as required by Chapter 608, Florida Statutes.

SIGNATURE:

SIGNATURE REQUIRED

SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING MANAGING MEMBER, MANAGER, OR AUTHORIZED REPRESENTATIVE

01/07/03

305 933 4647

DATE

Daytime Phone #

CR2E083 (10/02)

L98000002013

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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(Business Entity Name)

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DIVISION OF CORPORATIONS
03 FEB 13 AM 10:00

American Internet Communications, LLC



February 6, 2003

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

To Whom It May Concern:

Enclose please find our Certificate of Amendment for a name change and our check for filing fees and certified copies in the amount of \$60.00 (Sixty & 00/100).

Please call us to (305) 933-4647 ext. 202 if you have any questions in regards to the above mentioned.

Cordially,

A handwritten signature in black ink, appearing to read 'G. Iglesias'.

G. Iglesias
Administrative Assistant

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DIVISION OF CORPORATIONS
03 FEB 13 AM 10:00

**CERTIFICATE OF AMENDMENT
OF
AMERICAN INTERNET COMMUNICATIONS, L.L.C.,
A Florida limited liability company**

Pursuant to Section 608.411 of the Florida Limited Liability Company Act,
American Internet Communications, L.L.C., a Florida limited liability company
(the "Company"), adopts the following amendment to its Articles of Organization:

1. The name of the Company is American Internet Communications, L.L.C.
2. The Company filed its Articles of Organization on September 28, 1998
3. The following is the amendment to the Company's Articles of Organization:

Article One of the Articles of Organization of the Company is amended in its
entirety to read as follows:

ARTICLE ONE

NAME

The name of the limited liability company is: American Communications, L.L.C.

IN WITNESS WHEREOF, the undersigned, as President of the Company, has
executed this Certificate of Amendment as of January 31, 2003.

American Internet Communications, a Florida limited liability company

By: _____

David Stone, President

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03 FEB 13 AM 10:00

GENERAL
EXHIBIT 8 / ATTACHMENT 2
AUTHORITY TO TRANSACT BUSINESS
IN
THE STATE OF ILLINOIS

By:

David Stone – President & CEO
American Communications, L.L.C.
2999 N.E. 191st Street, Suite 406
Aventura, Florida 33180-3116
Telephone: 305-933-4647 Facsimile: 305-933-4659

American Communications, L.L.C.
Illinois Application for Certificate to become
An Interexchange Telecommunication Resale Carrier

ILLINOIS CERTIFICATE OF AUTHORITY

By:

David Stone – President & CEO
American Communications, L.L.C.
2999 N.E. 191st Street, Suite 406
Aventura, Florida 33180-3116
Telephone: 305-933-4647 Facsimile: 305-933-4659



OFFICE OF THE SECRETARY OF STATE

JESSE WHITE • Secretary of State

OCTOBER 03, 2003

0101774-8

FAXXON LEGAL INFORMATION SERVI
2501 CHATHAM RD., STE. 110
SPRINGFIELD, IL 62704-0000

RE AMERICAN COMMUNICATIONS, L.L.C.

DEAR SIR OR MADAM:

IT IS OUR PLEASURE TO APPROVE YOUR REQUEST TO TRANSACT BUSINESS IN THE STATE OF ILLINOIS. ENCLOSED PLEASE FIND AN APPROVED APPLICATION OF ADMISSION.

THE LIMITED LIABILITY COMPANY MUST FILE AN ANNUAL REPORT PRIOR TO THE FIRST DAY OF ITS ANNIVERSARY MONTH (MONTH OF QUALIFICATION) NEXT YEAR. A PRE-PRINTED ANNUAL REPORT FORM WILL BE SENT TO THE REGISTERED AGENT AT THE ADDRESS SHOWN ON THE RECORDS OF THIS OFFICE APPROXIMATELY 60 DAYS PRIOR TO ITS ANNIVERSARY MONTH.

SINCERELY YOURS,

A handwritten signature in cursive script that reads "Jesse White".

JESSE WHITE
SECRETARY OF STATE

DEPARTMENT OF BUSINESS SERVICES
LIMITED LIABILITY COMPANY DIVISION
TELEPHONE (217)524-8008

JW:LLC

Form **LLC-45.5**

January 1999

Jesse White
Secretary of State
Department of Business Services
Limited Liability Company Division
Room 359, Howlett Building
Springfield, IL 62756
<http://www.sos.state.il.us>

Payment must be made by certified check, cashier's check, Illinois attorney's C.P.A.'s check or money order, payable to "Secretary of State."

Illinois Limited Liability Company Act

Application for Admission to Transact Business

Submit in Duplicate

Must be typewritten

This space for use by Secretary of State

Date 10/3/2003
Assigned File # 0101-7748
Filing Fee \$400
Penalty \$
Approved: Pm

This space for use by
Secretary of State**FILED**

OCT 03 2003

JESSE WHITE
SECRETARY OF STATE

1. Limited Liability Company name: American Communications, L.L.C.
(Must comply with Section 1-10 of ILLCA or article 2 below applies.)

2. The assumed name, other than the true company name, under which the LLC proposes to transact business in Illinois is: _____
(If applicable, a form LLC-1.20, Application to Adopt an Assumed Name, is required to be completed and attached to this application.)

3. Federal Employer Identification Number (F.E.I.N.): 65-0867061

4. Jurisdiction of Organization: Florida

5. Date of Organization: 09-28-1998

6. Period of Duration: perpetual
(See #14 on back)

7. The address, including county, of the office required to be maintained in the jurisdiction of its organization, or if not required, of the principal place of business (Post office box alone and c/o are unacceptable):

2999 N.E. 191st Street, Suite 406
(Number) (Street) (Suite)

Aventura, FL 33180
(City/State) (ZIP Code) (County)

8. Registered agent: Faxon Legal Information Services, Inc.
(First Name) (Middle Name) (Last Name)

Registered Office: 2501 Chatham Road, Suite 110
(Number) (Street) (Suite #)

(P.O. Box or c/o Springfield Sangamon Illinois 62704
are unacceptable) (City) (County) (ZIP Code)

9. The date on which this foreign LLC first did business in Illinois: _____

LLC-45.5

10. The purpose or purposes for which the company is organized and proposes to conduct in this State: Include the business code # (IRS Form 1065).

TELECOMMUNICATIONS

CODE # 51330

11. The limited liability company is managed by:

☐ manager(s)
☒ vested in member(s)

12. The Illinois Secretary of State is hereby appointed the agent of the limited liability company for service of process under the circumstances set forth in a subsection (b) of Section 1-50 of the ILLCA.

13. This application is accompanied by a certificate of good standing or existence, as well as a copy of the articles of organization, as amended, duly authenticated within the last thirty (30) days, by the officer of the state or country wherein the LLC is formed.

14. If the period of duration is a date certain and is not stated in the Articles of Organization from the domestic state, a copy of that page from the Operating Agreement stating the date must also be submitted.

15. The undersigned affirms, under penalties of perjury, having authority to sign hereto, that this application for admission to transact business is to the best of my knowledge and belief, true, correct and complete.

Dated 10/01/03
(Month/Day) (Year)

[Signature]
(Signature must comply with Section 6-45 of ILLCA)

DAVID STONE - MEMBER
(Type or print name and title)

AMERICAN COMMUNICATIONS, LLC

(If applicant is a company or other entity, state name of company and indicate whether it is a member or manager of the LLC.)

*Please refer to Sections 178.20(d) and (e) of the Administrative Rules